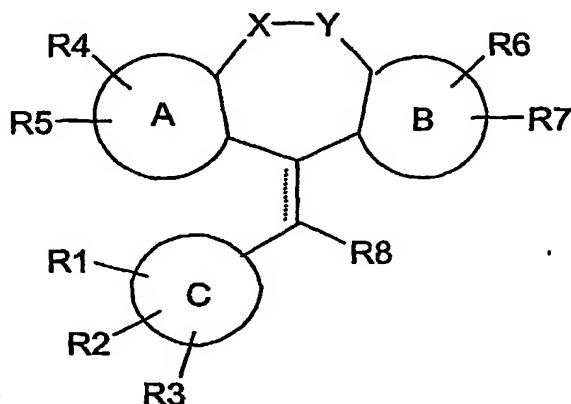


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We claim:

1. A method of treating a pathological disorder susceptible to steroid hormone nuclear receptor modulation comprising administering to a patient in need thereof an effective amount of a compound of the formula:

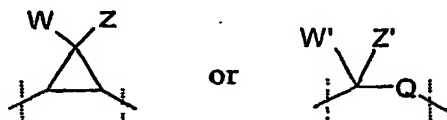


Formula I

10 wherein,

A, B, and C each independently represent an aryl, heterocycle, or benzofused-heterocyclic ring;

X and Y together represent $-\text{CH}_2-\text{CH}_2-$, $-\text{CH}=\text{CH}-$, $-\text{CH}_2-\text{O}-$, $-\text{O}-\text{CH}_2-$, $-\text{CH}_2-\text{S}-$, $-\text{S}-\text{CH}_2-$, $-\text{CH}_2-\text{SO}-$, $-\text{SO}-\text{CH}_2-$, $-\text{CH}_2-\text{SO}_2-$, $-\text{SO}_2-\text{CH}_2-$, $-\text{CH}_2-\text{NR}^{10}-$, $-\text{NR}^{10}-\text{CH}_2-$, $-\text{NR}^{10}-\text{CO}-$, $-\text{CO}-\text{NR}^{10}-$, or a group of the formula



20 wherein W and Z each independently represent hydrogen, fluoro, or chloro; W' and Z' each independently represent hydrogen, fluoro, chloro, or methyl; and Q represents NH, O, S, or CH₂;

“ ” represents a single or double bond;

R¹ represents hydrogen, halo, hydroxy, cyano, nitro, amino, oxo, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, CH₂NH₂, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(CF₃)₂OH, SO₂NH₂, SO₂NR⁹R¹⁰, SO₂R¹¹, NHSO₂R¹¹, N(CH₃)SO₂CH₃, NR⁹R¹⁰, CH₂NH(OH),

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CH₂NH(SO₂R¹¹), NHCOR¹², COR¹², CHNR¹³, OR¹⁴, SR¹⁴, (C₃-C₇)cycloalkyl, aryl, substituted aryl, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, heterocycle, substituted heterocycle, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-substituted heterocycle;

provided that where "C" represents an aryl group, R¹ is other than oxo, (C₂-C₆)alkenyl, or (C₂-C₆)alkynyl;

R² through R⁸ each independently represent hydrogen, halo, hydroxy, cyano, nitro, amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkoxy, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, CH₂NH₂, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(CF₃)₂OH, SO₂NH₂, SO₂NR⁹R¹⁰, SO₂R¹¹, NHSO₂R¹¹, NR⁹R¹⁰, CH₂NH(OH), CH₂NH(SO₂R¹¹), NHCOR¹², COR¹², CHNR¹³, OR¹⁴, SR¹⁴, (C₃-C₇)cycloalkyl, aryl, substituted aryl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, heterocycle, substituted heterocycle, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-substituted heterocycle;

provided that where "A", "B", or "C" represents an aryl group, each of R² through R⁷ is other than (C₂-C₆)alkenyl or (C₂-C₆)alkynyl;

R⁹ represents independently at each occurrence cyano, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, NH-(C₁-C₆)alkylamine, N,N-(C₁-C₆)dialkylamine, aryl, substituted aryl, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, heterocycle, substituted heterocycle, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-substituted heterocycle;

R¹⁰ represents independently at each occurrence hydrogen or (C₁-C₆)alkyl or R⁹ and R¹⁰ together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocycle group;

R¹¹ represents independently at each occurrence amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, aryl, substituted aryl, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, heterocycle, substituted heterocycle, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-substituted heterocycle;

R¹² represents independently at each occurrence hydrogen, amino, (C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, halo(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkyl-(C₁-C₆)alkoxy, (C₃-C₇)cycloalkyl, NH-(C₁-C₆)alkylamine, N,N-(C₁-C₆)dialkylamine, aryl, substituted aryl, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, heterocycle, substituted heterocycle, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-substituted heterocycle;

R¹³ represents independently at each occurrence OH, (C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, aryl, heterocycle, or a substituted aryl or heterocycle;

R¹⁴ represents independently at each occurrence (C₃-C₇)cycloalkyl, aryl, substituted aryl, acyl, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, heterocycle,

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substituted heterocycle, (C₁-C₄)alkyl-heterocycle, (C₁-C₄)alkyl-substituted heterocycle, or (C₁-C₄)alkyl-(C₃-C₇)cycloalkyl;
or a pharmaceutically acceptable salt thereof.

5 2. The method according to claim 1 wherein said disorder is susceptible to mineralocorticoid receptor or glucocorticoid receptor modulation.

 3. The method according to claim 2 wherein said disorder is selected from the group consisting Conn's Syndrome, primary and secondary hyperaldosteronism,
10 increased sodium retention, increased magnesium and potassium excretion (diuresis), increased water retention, hypertension (isolated systolic and combined systolic/diastolic), arrhythmias, myocardial fibrosis, myocardial infarction, Bartter's Syndrome, disorders associated with excess catecholamine levels, diastolic and systolic congestive heart failure (CHF), psychoses, cognitive disorders, memory disturbances,
15 depression, bipolar disorder, anxiety disorders, personality disorders, breast cancer, peripheral vascular disease, diabetic nephropathy, cirrhosis with edema and ascites, esophageal varices, Addison's Disease, muscle weakness, increased melanin pigmentation of the skin, weight loss, hypotension, hypoglycemia, Cushing's Syndrome, obesity, hypertension, glucose intolerance, hyperglycemia, diabetes mellitus,
20 osteoporosis, polyuria, polydipsia, inflammation, autoimmune disorders, tissue rejection associated with organ transplant, malignancies such as leukemias and lymphomas, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia,
25 modulation of the Th1/Th2 cytokine balance, chronic kidney disease, stroke and spinal cord injury, hypercalcemia, hyperglycemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, and Little's syndrome, systemic inflammation, inflammatory bowel disease, systemic lupus erythematosus, discoid lupus erythematosus,
30 polyartitis nodosa, Wegener's granulomatosis, giant cell arthritis, rheumatoid arthritis, osteoarthritis, hay fever, allergic rhinitis, contact dermatitis, atopic dermatitis, exfoliative dermatitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, autoimmune chronic active

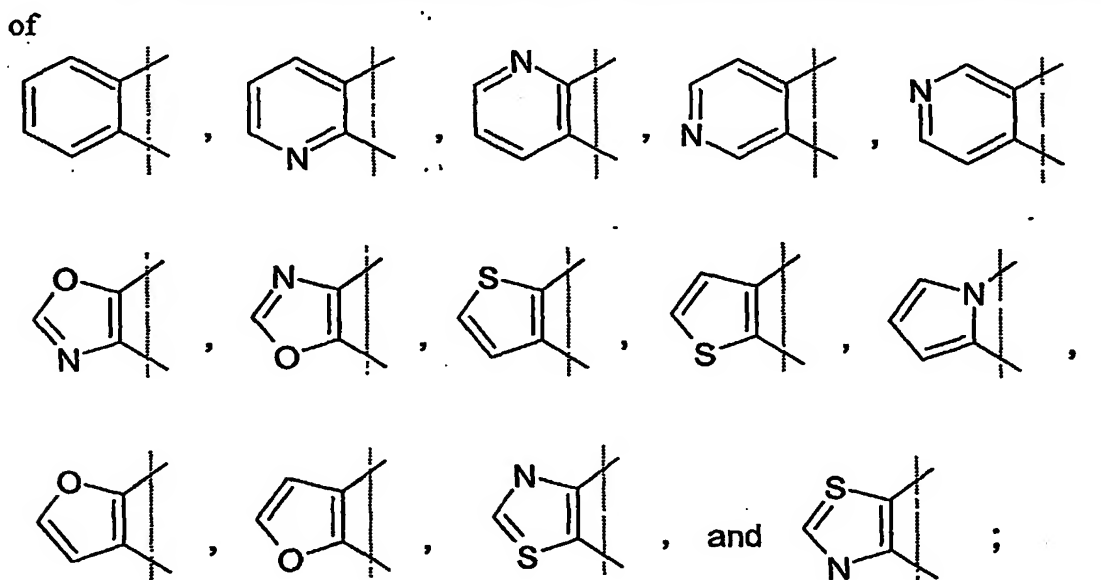
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hepatitis, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, inflamed cysts, pyoderma gangrenosum, pemphigus vulgaris, bullous pemphigoid, dermatomyositis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type 1 reactive leprosy, capillary hemangiomas, lichen planus, , erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, and cutaneous T-cell lymphoma, emphysema, Alzheimer's Disease, or multiple sclerosis.

4. The method according to claim 3 wherein said disorder is diastolic or systolic congestive heart failure, inflammation, rheumatoid arthritis, autoimmune disorder, asthma, or chronic obstructive pulmonary disease .

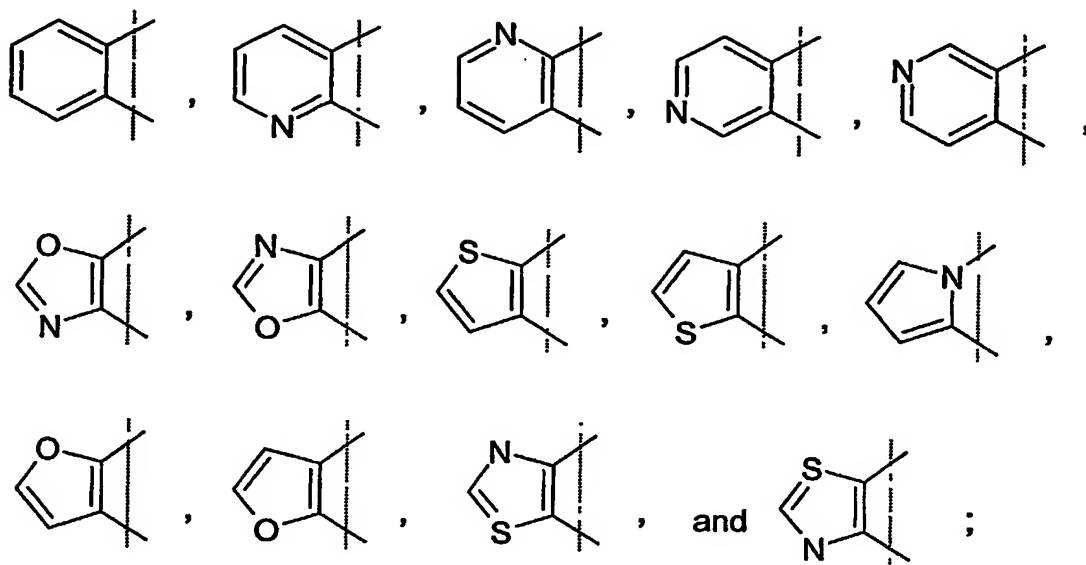
5. A method according to any one of claims 1-4 wherein the compound of Formula I is one wherein,

"A" represents an aryl or heterocycle ring selected from the group consisting

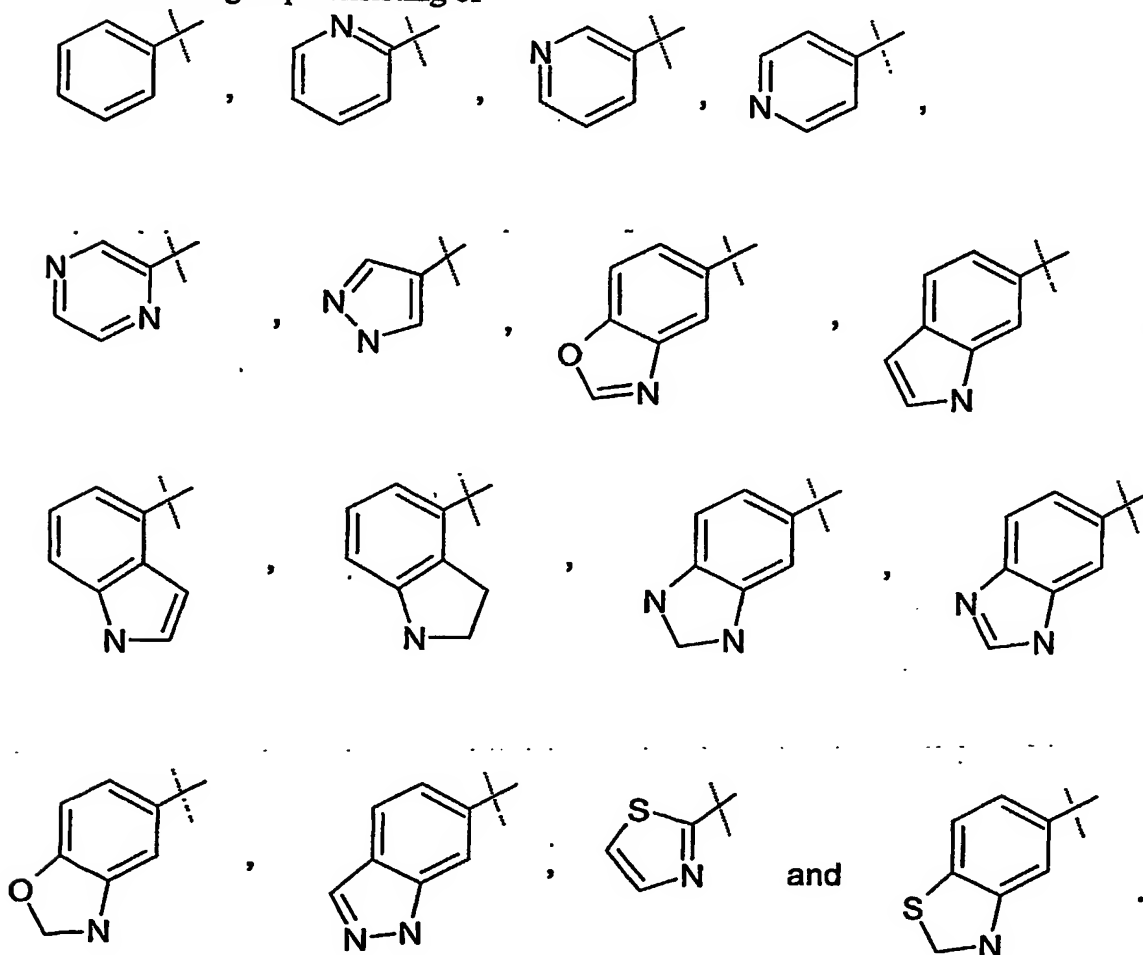


"B" represents an aryl or heterocyclic ring selected from the group consisting

of

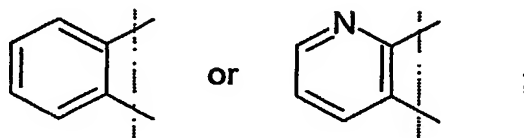


“C” represents an aryl , heterocyclic, or benzofused heterocycle ring selected from the group consisting of

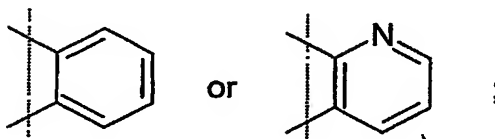


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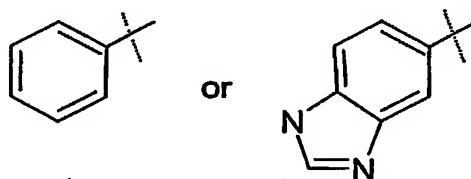
6. The method according to claim 5 wherein "A" represents



5 "B" represents



and "C" represents



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7. A method according to any one of Claims 1-6 wherein X-Y represents $-\text{CH}_2-\text{CH}_2-$, $-\text{CH}_2-\text{O}-$, $-\text{O}-\text{CH}_2-$, $-\text{CH}_2-\text{S}-$, $-\text{S}-\text{CH}_2-$, $-\text{NR}^{10}-\text{CO}-$, $-\text{CO}-\text{NR}^{10}-$, $-\text{CH}_2-\text{NR}^{10}-$, $-\text{NR}^{10}-\text{CH}_2-$, or $-\text{CH}=\text{CH}-$.

15

8. The method according to Claim 7 wherein X-Y represents $-\text{CH}_2-\text{CH}_2-$, $-\text{CH}_2-\text{O}-$, $-\text{O}-\text{CH}_2-$, $-\text{CH}_2-\text{S}-$, $-\text{S}-\text{CH}_2-$, $-\text{NR}^{10}-\text{CO}-$, $-\text{CO}-\text{NR}^{10}-$, $-\text{CH}_2-\text{NR}^{10}-$, $-\text{NR}^{10}-\text{CH}_2-$, or $-\text{CH}=\text{CH}-$, wherein R^{10} represents hydrogen or methyl.

20

9. The method according to Claim 8 wherein X-Y represents $-\text{CH}_2-\text{CH}_2-$, $-\text{CH}_2-\text{O}-$, or $-\text{O}-\text{CH}_2-$.

10. A method according to any one of Claims 1-9 wherein "-----" represents a double bond.

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11. A method according to any one of Claims 1-10 wherein R^1 represents hydrogen, halo, hydroxy, cyano, nitro, amino, oxo, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, hydroxy (C_1-C_6) alkyl, CH_2NH_2 , halo (C_1-C_6) alkyl, halo (C_1-C_6) alkoxy, SO_2NH_2 ,

SO₂NR⁹R¹⁰, SO₂R¹¹, NH SO₂R¹¹, NR⁹R¹⁰, NHCOR¹², COR¹², CHNR¹³, OR¹⁴, SR¹⁴, heterocycle, (C₁-C₄)alkyl-heterocycle, or substituted heterocycle, provided that where "C" represents an aryl group then R¹ is other than oxo.

5 12. The method according to Claim 11 wherein R¹ represents halo, amino, oxo, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxymethyl, difluoromethyl, trifluoromethyl, difluoromethoxy, trifluoromethoxy, SO₂NR⁹R¹⁰, NH SO₂R¹¹, NHCOR¹², COR¹², OR¹⁴, or (C₁-C₄)alkyl-heterocycle, provided that where "C" represents an aryl group then R¹ is other than oxo.

10 13. The method according to Claim 12 wherein when R¹ represents SO₂NR⁹R¹⁰, R⁹ represents (C₁-C₆)alkyl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, aryl, (C₁-C₄)alkyl-aryl, heterocycle and R¹⁰ represents hydrogen or methyl, or R⁹ and R¹⁰ together with the nitrogen to which they are attached form a
15 substituted or unsubstituted heterocycle.

 14. The method according to Claim 12 wherein when R¹ represents NH SO₂R¹¹, R¹¹ represents amino, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₃-C₇)cycloalkyl, aryl, substituted aryl, heterocycle, or substituted heterocycle.

20 15. The method according to Claim 14 wherein R¹¹ represents methyl, ethyl, propyl, isopropyl, butyl, or 2-methyl propyl.

 16. The method according to Claim 12 wherein when R¹ represents
25 NHCOR¹², R¹² represents H, amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, NH-methylamine, NH-dimethylamine, NH-ethylamine, or heterocycle.

 17. The method according to Claim 12 wherein when R¹ represents COR¹²,
30 R¹² represents H, amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, or hydroxy(C₁-C₆)alkyl.

 18. The method according to Claim 12 wherein when R¹ represents OR¹⁴,
R¹⁴ represents (C₁-C₆)alkyl-heterocycle.

35 19. The method according to Claim 12 wherein (C₁-C₆)alkyl-heterocycle represents a group of the formula

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20. A method according to any one of Claims 1-19 wherein R^2 represents hydrogen, halo, hydroxy, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, halo (C_1-C_6) alkyl, (C_3-C_7) cycloalkyl, or (C_1-C_4) alkyl-heterocycle.

21. The method according to Claim 20 wherein R^2 represents hydrogen or (C_1-C_4) alkyl-heterocycle.

22. The method according to Claim 21 wherein R^2 represents hydrogen.

23. A method according to any one of Claims 1-22 wherein R^3 represents hydrogen, halo, or (C_1-C_6) alkyl.

24. The method according to Claim 23 wherein R^3 represents hydrogen.

25. A method according to any one of Claims 1-24 wherein R^4-R^7 each independently represent hydrogen, halo, hydroxy, cyano, amino, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, halo (C_1-C_6) alkyl, halo (C_1-C_6) alkoxy, SO_2NH_2 , SO_2CH_3 , $NH SO_2R^{11}$, NR^9R^{10} , $NHCOR^{12}$, COR^{12} , OR^{14} , SR^{14} , or aryl.

26. The method according to Claim 25 wherein R^4-R^7 each independently represent hydrogen, halo, hydroxy, cyano, amino, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, CHF_2 , CF_3 , $OCHF_2$, OCF_3 , $NH SO_2R^{11}$, NR^9R^{10} , $NHCOR^{12}$, COR^{12} , OR^{14} , or aryl.

27. The method according to Claim 26 wherein R^4-R^7 each independently represent hydrogen, halo, hydroxy, cyano, amino, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, CHF_2 , CF_3 , $OCHF_2$, OCF_3 , $NH SO_2CH_3$, dimethylamino, $NHCOCH_3$, COR^{12} wherein R^{12} represents hydrogen, amino, or methoxy; OR^{14} wherein R^{14} represents (C_1-C_4) alkyl-aryl, (C_1-C_4) alkyl-substituted aryl, (C_1-C_4) alkyl-heterocycle, or (C_1-C_4) alkyl- (C_3-C_7) cycloalkyl; or aryl.

28. The method according to Claim 27 wherein R^4-R^7 each independently represent hydrogen, hydroxy, halo, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, or OR^{14} wherein R^{14}

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represents (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-(C₃-C₇)cycloalkyl.

29. The method according to Claim 28 wherein R⁴ and R⁶ each independently represent hydrogen, halo, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, or OR¹⁴ wherein R¹⁴ represents (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, (C₁-C₄)alkyl-heterocycle, or (C₁-C₄)alkyl-(C₃-C₇)cycloalkyl.

30. The method according to Claim 28 wherein R⁵ and R⁷ each independently represent hydrogen, hydroxy, halo, (C₁-C₆)alkyl, or (C₁-C₆)alkoxy.

31. A method according to any one of Claims 1-30 wherein R⁸ represents hydrogen, halo, (C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, COR¹², (C₃-C₇)cycloalkyl, aryl, or substituted aryl.

32. The method according to Claim 31 wherein R⁸ represents hydrogen, halo, (C₁-C₆)alkyl, hydroxymethyl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, COR¹² wherein R¹² represents (C₁-C₆)alkoxy, (C₃-C₇)cycloalkyl, phenyl, or substituted aryl.

33. The method according to Claim 32 wherein R⁸ represents hydrogen, halo, (C₁-C₆)alkyl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, or (C₃-C₇)cycloalkyl.

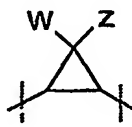
34. The method according to Claim 33 wherein R⁸ represents halo, (C₁-C₆)alkyl, or (C₁-C₄)alkyl-(C₁-C₆)alkoxy.

35. The method according to Claim 33 wherein R⁸ represents hydrogen.

36. The method according to Claim 1 wherein

"A" and "B" each independently represent phenyl or heterocycle;

X and Y together represent -CH₂-CH₂-, -CH=CH-, -CH₂-O-, -O-CH₂-, -CH₂-S-, -S-CH₂-, -CH₂-SO-, -SO-CH₂-, -CH₂-SO₂-, -SO₂-CH₂-, -CH₂-NR¹⁰-, -NR¹⁰-CH₂-, -NR¹⁰-CO-, -CO-NR¹⁰-, or a group of the formula



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wherein W and Z each independently represent hydrogen, fluoro, or chloro;

“-----” represents a single or double bond;

5 R¹ represents hydrogen, halo, hydroxy, cyano, nitro, amino, oxo, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, CH₂NH₂, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, SO₂NH₂, SO₂NR⁹R¹⁰ wherein R⁹ represents (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy, aryl, (C₁-C₄)alkyl-aryl, (C₃-C₇)cycloalkyl and R¹⁰ represents hydrogen or (C₁-C₆)alkyl or R⁹ and R¹⁰ together represent a substituted or unsubstituted
10 heterocycle; SO₂R¹¹ wherein R¹¹ represents (C₁-C₆)alkyl; NH SO₂R¹¹ wherein R¹¹ represents (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, aryl, substituted aryl, heterocycle, or substituted heterocycle; NR⁹R¹⁰ wherein R⁹ represents (C₁-C₆)alkyl or cyano and R¹⁰ represents hydrogen or methyl; NHCOR¹² wherein R¹² represents H, amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, (C₁-C₄)alkyl-(C₁-C₆)alkoxy,
15 halo(C₁-C₆)alkyl, NH-methylamine, NH-ethylamine, or heterocycle; COR¹² wherein R¹² represents H, amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl; OR¹⁴ wherein R¹⁴ represents (C₁-C₄)alkyl-heterocycle or acetyl; SR¹⁴ wherein R¹⁴ represents (C₁-C₆)alkyl; heterocycle, (C₁-C₄)alkyl-heterocycle, or substituted heterocycle,
provided that where “C” represents an aryl group then R¹ is other than oxo;

20

R² represents hydrogen, halo, hydroxy, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, or (C₁-C₄)alkyl-heterocycle;

R³ represents wherein hydrogen, halo, or (C₁-C₆)alkyl;

25

R⁴ and R⁶ each independently represent hydrogen, halo, hydroxy, cyano, amino, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, hydroxymethyl, SO₂CH₃, NH SO₂R¹¹ wherein R¹¹ represents (C₁-C₆)alkyl; NR⁹R¹⁰ wherein R⁹ and R¹⁰ each represent (C₁-C₆)alkyl, NHCOR¹² wherein R¹² represents (C₁-C₆)alkyl; COR¹² wherein R¹²
30 represents hydrogen, amino, or (C₁-C₆)alkoxy; OR¹⁴ wherein R¹⁴ represents (C₁-C₄)alkyl-(C₃-C₇)cycloalkyl, (C₁-C₄)alkyl-aryl, (C₁-C₄)alkyl-substituted aryl, or (C₁-C₄)alkyl-heterocycle; SR¹⁴ wherein R¹⁴ represents (C₁-C₆)alkyl; or aryl;

R⁵ and R⁷ each independently represent hydrogen, hydroxy, halo, (C₁-C₆)alkyl, or
35 (C₁-C₆)alkoxy; and